

RECORDATION NO. 20534-M
FILED

JAN 20 '98

2-17 PM

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TOWSON, MD
WASHINGTON, D C

JOHN A STALFORT
410-385-3424

January 16, 1998

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mrs. Janice Fort
Recordation

JAN 20 2 17 PM '98

RECEIVED
SURFACE TRANSPORTATION BOARD

Re: Our File No.: 258-1771

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

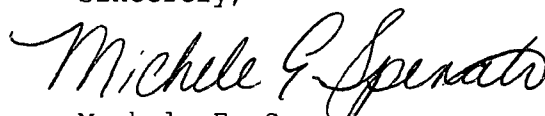
Memorandum of Assignment of Assignment Agreement dated as of January 14, 1998 by The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Allied Irish Banks plc (Bankcentre, Ballsbridge, Dublin 4 Ireland) which relates to the Memorandum of Assignment Agreement dated November 19, 1997 between The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Illinois Central Railroad Company (455 North Cityfront Plaza Drive, Chicago, Illinois 60611) which was recorded with the Surface Transportation Board on November 19, 1997 under Recordation No. 20534-J.

Also enclosed is a check in the amount of \$24.00 to cover the costs of recording this document.

Once this document has been recorded, please return the same to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,



Michele E. Sperato
Assistant to John A. Stalfort

Enclosure

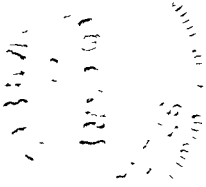
STATE OF MARYLAND

SS:

CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Assignment of Assignment Agreement is a true and complete copy of such Memorandum of Assignment of Assignment Agreement.

WITNESS my hand and seal this 16th day of January, 1998.



Michael E. Spinato
Notary Public

My Commission Expires: January 28, 2001

JAN 20 '98

2-17 PM

**MEMORANDUM OF ASSIGNMENT OF
ASSIGNMENT AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT OF ASSIGNMENT AGREEMENT (this "Memorandum") is made as of January 14, 1998 by **THE FIRST NATIONAL BANK OF MARYLAND**, a national banking association (the "Assignor") and **ALLIED IRISH BANKS plc** (the "Assignee").

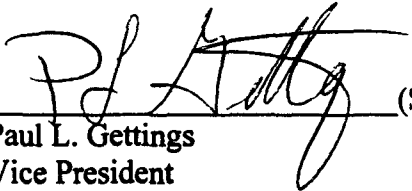
A. The Assignor and the Assignee are parties to that certain Assignment of Master Sublease Documents (the "Assignment") dated as of November 19, 1997 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to the Assignment Agreement (the "Agreement") between the Assignor, as assignee, and Illinois Central Railroad Company (the "Company"), as assignor, dated as of November 19, 1997.

B. Pursuant to the Agreement, the Company has assigned to the Assignor all of the Company's rights and interests under a Master Equipment Operating Lease and Schedule 3 to Master Equipment Operating Lease, each dated December 23, 1996 between Company and Whitman Leasing, Inc. with respect to certain open top hopper cars, more fully described in Exhibit A attached hereto and made a part hereof.

C. A memorandum of the Agreement was recorded with the Surface Transportation Board on November 19, 1997 under Recordation No. 20534-J.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

**THE FIRST NATIONAL BANK OF
MARYLAND**

By:  (SEAL)
Paul L. Gettings
Vice President

ALLIED IRISH BANKS plc

By:  (SEAL)
Michael Morris, Attorney-in-Fact

COUNTY OF HOWARD
STATE OF MARYLAND, CITY OF BALTIMORE.

On this 13th day of January, 1998, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Maryland a national banking association, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal



Notary Public

Roger Weaver, Notary Public
State of Maryland

My commission expires:

Commission expires Jan. 10, 1999

STATE OF MD, COUNTY OF Howard

On this 13th day of January, 1998, before me, a Notary Public of the City and state aforesaid, personally appeared Michael Morris, to me personally known, who being by me duly sworn, says that he is the duly authorized representative of Allied Irish Banks plc, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal



Notary Public

Roger Weaver, Notary Public
State of Maryland

My commission expires:

Commission expires Jan. 10, 1999

ONE HUNDRED FIFTY-THREE (153) 100-ton open top hopper cars marked and numbered as set forth below:

Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number
ICG	387743	ICG	388157	ICG	388618	ICG	389035
ICG	387756	ICG	388165	ICG	388621	ICG	389041
ICG	387768	ICG	388167	ICG	388679	IC	389050
ICG	387797	ICG	388176	ICG	388702	ICG	389064
ICG	387798	ICG	388182	IC	388712	ICG	389070
ICG	387803	ICG	388185	ICG	388724	ICG	389074
ICG	387804	ICG	388211	ICG	388740	ICG	389080
ICG	387811	ICG	388221	ICG	388766	ICG	389087
ICG	387841	ICG	388224	ICG	388774	ICG	389102
ICG	387878	ICG	388232	ICG	388779	ICG	389105
ICG	387880	ICG	388243	ICG	388785	ICG	389129
ICG	387902	ICG	388281	ICG	388799	ICG	389131
ICG	387913	ICG	388292	ICG	388805	ICG	389149
ICG	387916	ICG	388317	ICG	388806	ICG	389162
ICG	387939	ICG	388318	ICG	388810	ICG	389184
ICG	387956	ICG	388323	ICG	388845	ICG	389191
ICG	387959	ICG	388330	ICG	388846	ICG	389200
ICG	387961	ICG	388350	ICG	388847	ICG	389203
ICG	387963	ICG	388363	ICG	388848	ICG	389224
ICG	387966	ICG	388364	ICG	388852	ICG	389238
ICG	387967	ICG	388373	ICG	388854	ICG	389257
ICG	387969	ICG	388379	ICG	388855	ICG	389278
ICG	387978	ICG	388421	ICG	388857	ICG	389330
ICG	387996	ICG	388442	ICG	388860	ICG	389338
ICG	388001	ICG	388462	ICG	388871	ICG	389375
ICG	388002	ICG	388493	ICG	388872	ICG	389433
ICG	388017	ICG	388515	ICG	388875	ICG	389435
ICG	388023	ICG	388518	ICG	388877	ICG	389441
ICG	388028	ICG	388522	ICG	388878	ICG	389443
ICG	388058	ICG	388527	ICG	388927	IC	389454
ICG	388061	ICG	388543	ICG	388928	ICG	389456
ICG	388072	ICG	388560	ICG	388937	ICG	389459
ICG	388096	ICG	388570	ICG	388967	ICG	389484
ICG	388100	ICG	388579	ICG	388976	ICG	389485
ICG	388107	ICG	388584	ICG	388997	ICG	389496
ICG	388112	ICG	388593	ICG	389004	ICG	389499
ICG	388119	ICG	388595	ICG	389012		
IC	388120	ICG	388608	ICG	389016		
ICG	388137	ICG	388617	IC	389022		

After renovation cars marked "ICG" may be marked "IC".